

02000007785

Florida Department of State  
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**LIMITED LIABILITY AMENDMENT**  
**GUARDIAN VICTORIA HILLS HOLDINGS, LLC**

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$55.00

02-7785  
OK

**FIRST AMENDMENT TO ARTICLES OF ORGANIZATION  
OF GUARDIAN VICTORIA HILLS HOLDINGS, LLC**

The undersigned, being the sole manager of **GUARDIAN VICTORIA HILLS HOLDINGS, LLC**, a Florida limited liability company (the "Company") which filed its Articles of Organization with the Florida Department of State on April 2, 2002, Document Number L01000007785 (the "Articles") hereby amends the Articles as follows:

1. Name and Address of Registered Agent. The name and street address of the registered agent in the State of Florida for the Company shall be:

CT Corporation System  
1200 South Pine Island Road  
Plantation, FL 33324

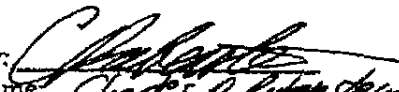
2. Management of the Company. The Company shall be managed by the Manager, whose name and address is as follows:

Guardian Equities, Inc.  
1775 Broadway, 23<sup>rd</sup> Floor  
New York, NY 10019

The Manager shall serve as the manager of the Company until its successor is elected and qualified.

30th IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this day of June, 2003.

MANAGER:  
GUARDIAN EQUITIES, INC.,  
a Florida corporation

By:   
Name: Charles D. Rubenstein  
Title: EMP

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES,  
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING  
STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE  
STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Guardian Victoria Hills Holdings, LLC

2. The name and the Florida street address of the registered agent and office are:

CT Corporation System

(Name)

1200 S. Pine Island Road

Florida street address (P.O. Box **NOT** ACCEPTABLE)

Plantation

FL 33324

(City/State/Zip)

*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.*

*Carmin Agan*

(Signature)

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)